

THE
GREENBRIER
COMPANIES

The Greenbrier Companies, Inc.

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553

RECORDATION NO. 21261-B FILED

May 31, 2005

JUN 03 '05

4-37 PM

SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, D.C. 20006



Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement for Schedule No. 2 dated as of March 20, 2005, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the Lease Agreement dated as January 19, 1998, which was duly filed and recorded March 9, 1998 and assigned Recordation Number 21261.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Corporation
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: Hampton Tree Farms, Inc. dba
Hampton Lumber Sales (formerly, Hampton Lumber Sales Co.)
9600 SW Barnes Road, Suite 200
Portland, OR 97225-6698

A description of the railroad equipment covered by the enclosed document is:

One hundred fifty (150) 73-foot, 110-ton, riserless deck centerbeam flatcars with fabricated top chords designed for a gross rail load of 286,000 lbs., marked and numbered AOK 26815 through AOK 26964, inclusive.

Also enclosed is a payment of \$33 payable to the order of the Surface Transportation Board covering the required recordation fee.

Mr. Vernon A. Williams

May 31, 2005

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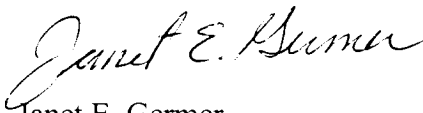
Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

A short summary of the enclosed primary document to appear in the Board's Index is:

Memorandum of Lease Agreement for Schedule No. 2 dated as of March 20, 2005, to a Lease Agreement dated as of January 19, 1998, between Greenbrier Leasing Corporation, Lessor, and Hampton Lumber Tree Farms, Inc. dba Hampton Lumber Sales, formerly, Hampton Lumber Sales Co., Lessee.

If you have any questions, please do not hesitate to call.

Sincerely,

A handwritten signature in cursive script, reading "Janet E. Germer".

Janet E. Germer
Executive Assistant

jeg
Enclosures

cc: Robert W. Alvord, Esq.

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

***HAMPTON TREE FARMS, INC. dba
HAMPTON LUMBER SALES ("LESSEE")***

JANUARY 19, 1998

SCHEDULE NO. 2

MARCH 20, 2005

Memorandum of a Lease Agreement dated January 19, 1998, and Schedule No. 2 thereto dated March 20, 2005, by and between GREENBRIER LEASING CORPORATION, a Delaware corporation, ("Lessor") and HAMPTON TREE FARMS, INC. dba HAMPTON LUMBER SALES, an Oregon corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor one-hundred fifty (150) 73-foot, 110-ton riserless deck center partition flatcars with fabricated top chords designed for a gross rail load of 286,000 lbs., marked and numbered AOK 26815 through AOK 26964, inclusive.
2. The Lease Agreement and Schedule No. 2 shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement and Schedule No. 2, as each may be amended from time to time.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

GREENBRIER LEASING CORPORATION

By: *Norman W. Webb*

Title: Executive Vice President

HAMPTON TREE FARMS, INC.
dba HAMPTON LUMBER SALES

By: *Gregory J. Berman*

Title: Director of Transportation

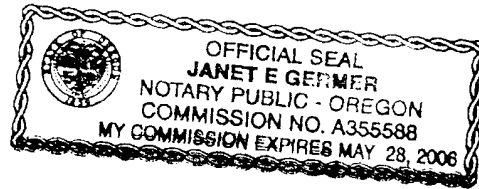


STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 13th day of May, 2005, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Executive Vice President of GREENBRIER LEASING CORPORATION that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Germer
NOTARY PUBLIC

My commission expires: 5/28/2006



STATE OF Oregon)
) ss.
COUNTY OF Washington)

On this 16th day of May, 2005, before me personally appeared George L. Bonner, to me personally known, ~~who being by me duly sworn~~, says that ~~s/he~~ is the Director of Transportation of HAMPTON TREE FARMS, INC. dba HAMPTON LUMBER SALES that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her/his free act and deed.

Mary C. Stoltenburg
NOTARY PUBLIC Mary C. Stoltenburg

My commission expires: May 24, 2005

